

BRAMPTON HISTORICAL SOCIETY

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of BRAMPTON HISTORICAL SOCIETY (the "Corporation").

BE IT ENACTED as a by-law of the Corporation as follows:

INTERPRETATION

1. Definitions. In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

"Act" means the *Corporations Act*, R.S.O. 1990, c. C.38, and any statute amending or enacted in substitution therefor, as from time to time amended;

"Board" means the Board of Directors of the Corporation for the time being and any properly constituted quorum of Directors thereof;

"by-laws" means any by-law of the Corporation from time to time in force and effect;

"Corporation" means the Corporation incorporated by operation of section 10 of *An Act to incorporate The Ontario Historical Society, S.O. 1899, c. 108* and named BRAMPTON HISTORICAL SOCIETY;

"documents" include deeds, mortgage, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings;

"meeting of Members" includes an annual meeting of Members as well as a special meeting of Members;

"Members" mean the Members of all classes of membership in the Corporation and "Membership" shall have a corresponding meaning;

"person" means an individual and includes a body corporate, Corporation, company, partnership, syndicate, trust, unincorporated organization and any number or aggregate of persons;

"Regulations" means the regulations made under the Act, as from time to time amended, and every regulation that may be substituted therefor;

"special resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at the annual meeting or at a special meeting of the Members of the Corporation duly called for

that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

2. Terms Otherwise Defined. All terms contained in the by-laws and not defined therein and which are defined in the Act shall have the respective meanings given to such terms in the Act.
3. Gender and Number. Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders.

HEAD OFFICE

4. The head office of the Corporation shall be in the City of Brampton, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

SEAL

5. The Corporation does not have a seal..

BOARD

6. Number and Powers. The affairs of the Corporation shall be managed by a Board of up to twelve Directors, five of whom shall be ex officio Directors and the remainder shall be directly elected, as provided herein.

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or requested to be done by the Corporation at a meeting of the Members. Despite vacancies the remaining Directors may act if constituting a quorum.

7. Continuance of Directors. The persons serving as Directors of the Corporation at the time this by-law is adopted remain Directors of the Corporation until replaced by the same number of others duly elected or appointed in their place.
8. Qualifications. Each Director shall be at the date of, and thereafter remain throughout his term, a Member of the Corporation who is qualified by the terms of this by-law to hold office; at least eighteen (18) years of age; and not an undischarged bankrupt or found by a court of competent jurisdiction to be incapable of conducting his own affairs.
9. Vacation of Office. A Director ceases to hold office when:

(a) he ceases to qualify as provided for above;

(b) he dies;

- (c) he is removed from office by the Members; or
- (d) his written resignation is received by the Corporation; or, if a time is specified in such resignation, at the time so specified.

10. **Election of Directors.** Subject to the provisions of the Act, Directors, other than ex-officio Directors, shall be elected by Members entitled to vote at the annual meeting. The directly elected Directors shall retire at each annual meeting, but shall be eligible for re-election if otherwise qualified.
11. **Term of Office.** Each directly elected Director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. Each ex officio Director shall hold office during incumbency as an Officer of the Corporation.
12. **Vacancies.** So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of Members to fill the vacancies on the Board. If the number of Directors is increased between terms, subject to the provisions of the Act, a vacancy or vacancies in the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner herein prescribed.
13. **Removal of Directors.** Subject to the provisions of the Act, the Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term, failing which the vacancy may be filled by the Board.
14. **Quorum.** Unless a special resolution otherwise provides, a quorum for the transaction of business at meetings of the Board shall be Fifty Percent of the total number of Directors plus one . Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.
15. **Meetings.** Meetings of the Board and of the Executive Committee (if any) may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Subject to the provisions of the Act, meetings of the Board may be called by the President, the Recording Secretary or any two (2) Directors.
16. **Notice.** Notice of Board meetings shall be delivered, mailed or telephoned to each Director not less than two (2) days before the meeting is to take place; provided always that a Director may in any manner and at any time waive notice of a meeting of Directors and attendance of a Director at meeting of Directors shall constitute waiver of a notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business. Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which the Board was elected.

17. **Regular Meetings.** The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named and no further notice of the regular meetings need be given.
18. **Chair.** The Chair of each meeting of the Board shall be the President. If the President is absent or unable or refuses or fails to act, the Chair shall be the Vice President. If the Vice President is also absent or unable or refuses or fails to act, the Directors may choose a Chair for such meeting from among their number.
19. **Telephone Participation.** If all the Directors of the Corporation present at or participating in a meeting of the Directors consent, a meeting of Directors or of a Committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of the Act to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.
20. **Committees.** The Board may from time to time appoint such Committee or Committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any Committee Member may be removed by resolution of the Board. Committee Members shall receive no compensation from the Corporation for acting as such.
21. **Resolutions in Writing.** Any by-law or resolution signed by all of the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose. A written resolution may be made in counterparts.
22. **Voting.** Unless otherwise required by the Act or the by-laws of the Corporation, every question arising at a meeting of the Board shall be decided by a majority of the votes cast on the question. Each Director, except for the Chair of the meeting, is authorized to exercise one vote. In the case of an equality of votes, the Chair of the meeting shall be entitled to a vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
23. **Remuneration and Expenses.** The Directors of the Corporation shall serve without remuneration. Directors may however be remunerated for expenses properly incurred by them in respect of the performance of their duties.

24. Ex-Officio Directors. The President, Vice-President, Membership Secretary, Recording Secretary and Treasurer shall be ex-officio Directors.
25. Others Present. Any Member of the Corporation may attend and speak at meetings of the Board, but shall not be entitled to vote thereat.

PROTECTION OF DIRECTORS AND OFFICERS

26. Interest of Directors in Contracts. Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Corporation or any of its Members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.
27. Declaration of Interest. It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.
28. Indemnities to Directors. Every Director and Officer of the Corporation and the heirs, executors and administrators, and estate and effects, respectively, of such Directors and Officers shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,
- (a) all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officer in or about the execution of the duties of such office; and
 - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.
29. Limitation of Liability. Subject to the by-laws of the Corporation, no Director or Officer, his heirs, executors and administrators, and estate and effects, respectively, shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm, Corporation or other

entity with whom any of the moneys, securities or effects of the Corporation shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto; unless the same are occasioned by his own wilful neglect or default.

30. Validity of Actions. No act or proceeding of any Director or Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board.
31. Directors' Reliance. Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors or accountants and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

OFFICERS

32. Election and Appointment. The Board shall annually, or as often as may be required, elect a President, a Vice-President, a Membership Secretary, a Recording Secretary and a Treasurer from among themselves.
33. Vacancies. Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:
 - (a) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
 - (b) the appointment of a successor;
 - (c) that Officer ceasing to be a Member;
 - (d) the meeting at which the Members annually appoint the Officers of the Corporation;
 - (e) that Officer's removal;
 - (f) that Officer's death.

If the office of any Officer of the Corporation other than the President shall be or become vacant the President may appoint a Member to carry out that Officer's duties until the next meeting of the Board of Directors at which time an election shall be held to fill the vacancy.

34. Removal of Officers. All Officers, in the absence of agreement to the contrary, shall be subject to removal by special resolution of the Corporation at any time, with or without cause.
35. Powers, Duties and Delegation. All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective office and such other powers and duties respectively as may from time to time be

assigned to them by the Board; subject however to any special resolution of the Corporation. In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Board may deem sufficient, the President may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

36. President. The President shall be the chief executive officer of the Corporation. The President shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the Board, the Executive Committee, if any, and Members of the Corporation. The President shall be responsible for all relations of the Corporation with the public and the media.
37. Vice-President. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
38. Membership Secretary. The Membership Secretary shall be responsible for keeping track of the names and addresses of all Members and accepting the membership fees that they pay.
39. Recording Secretary.
- (a) The Recording Secretary shall be clerk of the Board and shall attend all meetings of the Members, and of the Board to record all facts and minutes of those proceedings in the books kept for that purpose.
 - (b) After preparation and review of the minutes, the Recording Secretary shall sign and present the minutes to the President for confirmation and signature upon which the minutes shall be distributed to the Board before the next Board meeting.
 - (c) The Recording Secretary shall give or cause to be given notices for and the prepare the agendas of all meetings of the Board or the Executive Committee, if any, and Members when directed to do so.
 - (d) The Recording Secretary shall have charge of the minute books and corporate seal, if any, of the Corporation and of the documents and registers provided for in the provisions of the Act.
40. Treasurer.
- (a) Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board or Executive Committee, if any, may direct.
 - (b) The Treasurer shall disburse the funds of the Corporation under the direction of the Board or Executive Committee, if any, taking proper vouchers therefor, shall render to the Board or Executive Committee, if

- any, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation, shall co-operate with the auditors of the Corporation during any audit of accounts of the Corporation and keep or cause to be kept the requisite books of account and accounting records.
- (c) The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.
 - (d) The Treasurer shall ensure that the Corporation retains the status of a registered charity under the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supplement).
 - (e) The Treasurer shall perform the other duties from time to time prescribed by the Board or incident to that office.

MEMBERSHIP

- 41. Admission of Members. Membership in the Corporation shall consist of all persons enrolled as Members at the time this by-law is adopted and such other persons as apply for membership and pay the annual membership fee prescribed by the Board.
- 42. Honorary Members. The Board may designate any person an honorary Member of the Corporation. The Board shall also determine the period of time during which each honorary Member shall continue as a Member of the Corporation.
- 43. Voting Members. Save as otherwise provided herein, each Member of the Corporation shall be entitled to one vote per Member at all meetings of Members of the Corporation. The Chair presiding at a meeting shall have no vote except in the case of a tie.
- 44. Revocation of Membership. Any Member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the Members present and eligible to vote at an annual or other general meeting of Members.
- 45. Termination of Membership. A membership in the Corporation automatically terminates upon the happening of any of the following events:
 - (a) if the person, in writing, resigns as a Member of the Corporation;
 - (b) if the Member dies;
 - (c) if a Member is expelled from the Corporation in accordance with section 44 above; or

- (d) if the Member fails to renew his membership for a year by paying the annual membership fee prior to the beginning of the year.
46. **Liability of Members.** Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.
47. **Annual Meeting.** The annual meeting of the Members shall be held each year within Ontario, at a time, place and date within the month of March determined by the Board, for the purpose of:
- (a) hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting;
 - (b) electing such Officers and Directors as are to be elected at such annual meeting;
 - (c) appointing the auditor, if any, and fixing or authorizing the Board to fix his remuneration; and
 - (d) the transaction of any other business properly brought before the meeting.
48. **Special Meetings.** The Board or the President may at any time call a special general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
49. **Notice of Meetings.** Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least three weeks before the date of the meeting to each Member (and in the case of an annual meeting to the auditor, if any, of the Corporation) by hand delivery or by sending by prepaid mail to the last address of the addressee shown on the Corporation's records.
50. **Quorum.** A quorum for the transaction of business at meetings of Members shall be ten Members of the Corporation entitled to vote thereat.
51. **Chair.** In the absence of the President or the Vice-President, the Members entitled to vote who are present at any meeting of Members shall choose another Director as Chair and if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose one of their number to be Chair.
52. **Voting by Members.** Unless otherwise required by the provisions of the Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the Chair presiding at the meeting shall be entitled to vote.

53. Proxies. There shall be no proxy voting at meetings of the Corporation.
54. Show of Hands. At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a ballot is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
55. Ballots. If at any meeting a ballot is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a ballot is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was requested. A request for a ballot may be withdrawn at any time prior to the taking of the ballot.
56. Adjournments. Any meeting of Members may be adjourned to any time and from time to time and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.
57. Resolution in Writing. A resolution in writing signed by all of the Members entitled to vote on that resolution at a meeting of Members shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of Members. A written resolution may be made in counterpart.

EXECUTION OF DOCUMENTS

58. Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons and in the manner from time to time prescribed by the Board.
59. Execution of Documents. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two Officers or Directors. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.
60. Books and Records. The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

BANKING ARRANGEMENTS

61. The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other Corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,
- (a) operate the Corporation's accounts with the banker;
 - (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - (c) issue receipts for and orders relating to any property of the Corporation;
 - (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
 - (e) authorize any Officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.
62. Deposit of Securities. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

AUDITORS AND ACCOUNTANTS

63. Auditors and Accountants. The Members may at each annual meeting appoint auditors or accountants to audit the accounts of the Corporation and to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor or accountant. The remuneration of the auditors or accountants shall be fixed by the Board.

FINANCIAL YEAR

64. The financial year of the Corporation shall terminate on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

NOTICE

65. Method of Giving Notice. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Regulations, the by-laws or otherwise to a Member, Director, Officer, or auditor shall be sufficiently given if delivered to his or her last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail or airmail addressed to him or her at his or her last address as recorded in the books of the Corporation or if sent to him at his said address by any means of transmitted or recorded communication including, without limitation, by facsimile communication or by another form of electronic transmission. The Membership Secretary may change the address on the Corporation's books of any Member, Director, Officer, or auditor in accordance with any information believed by him or her to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted, electronic or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The signature of any Director or Officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.

66. Computation of Time. In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.
67. Omissions and Errors. The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meetings. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.
68. Waiver of Notice. Any Member, Director, Officer or auditor may waive any notice required to be given under any provision of the Act or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

BY-LAWS AND AMENDMENTS, ETC.

69. Enactment. By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of the Act, save that no by-law is effective until it has been confirmed by at least two-thirds of the votes cast at the annual meeting or at a special meeting of the Members duly called for considering the by-law.

EFFECTIVE DATE

70. This by-law shall come into force without further formality upon its enactment and shall replace By-law No. 1 enacted November ,2001

ENACTED November 15 ,2007.

CONFIRMED by the Members of the Corporation on November 15, 2007.

Signators



Peter Murphy, President



Paul Willoughby, Recording Secretary